

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588



VIA UPS 2<sup>nd</sup> DAY AIR

RECORDATION NO.

22467-B  
FILED

September 9, 2005

SEP 13 '05

2-33 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated November 16, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22467.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Dakota, Minnesota and Eastern Railroad Corp.  
140 N. Phillips Avenue  
Sioux Falls, SD 57104

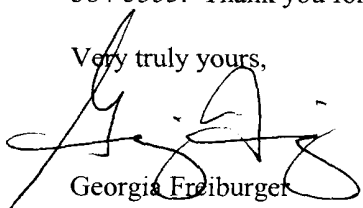
A description of the railroad equipment covered by the enclosed document is twenty-six (26) Plate "C" box cars, with sliding doors with NOKL marks, (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(DME018)

RECORDATION NO. 22467-B FILED

ASSGN. NO.: DME018

SEP 13 '05

2-33 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16<sup>th</sup> day of November, 2004 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Dakota, Minnesota & Eastern Railroad Corporation ("Lessee"), a South Dakota Corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 23, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 16 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of December 12, 2004 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

Theresa Catapano  
Name: THERESA CATAPANO  
Title: MGR. OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 16<sup>th</sup> day of November, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16<sup>th</sup> day of November, 2004.

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-2008  
(Notary Public)



LESSEE:

DAKOTA, MINNESOTA & EASTERN  
RAILROAD CORPORATION

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: John B Gabel  
Name: JOHN B GABEL  
Title: Gen mgr Railroad Fleet

Executed on this 4th day of Nov, 2004.

[CORPORATE SEAL]

STATE OF South Dakota  
COUNTY OF Minnehaha

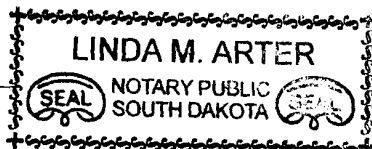
I, Linda M. Arter, a Notary Public of the County and State  
aforesaid, certify that John B. Gabel personally appeared before me this day  
and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of November, 2004.

Linda M. Arter  
Notary Public

My Commission Expires:

01/09  
(Notary Public)



I.	NUMBER OF CARS:	Twenty-six (26)
II.	DESCRIPTION OF CARS:	Box Cars, 50' 6" 70-ton, Plate "C", non-cushioned, with 10' sliding doors, 220 GWR
III.	CAR NUMBERS:	

Count: 26